

AMENDMENT AGREEMENT

DEC 18 1975 -4 45 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT, dated as of December 15, 1975, among FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity but solely as trustee (hereinafter called the Trustee) and NATIONAL RAILROAD PASSENGER CORPORATION (hereinafter called AMTRAK).

WHEREAS, the Trustee and AMTRAK have entered into five separate equipment leases dated as of June 1, 1974, (hereinafter referred to individually as a "Lease" and collectively as the "Leases");

WHEREAS, the Trustee has entered into an Amendment to Trust Agreement dated as of November 15, 1975, with the institutions listed in Schedule A thereto (hereinafter called the Trustors); and

WHEREAS, the Trustee and AMTRAK desire to amend the Leases in order to accomplish the reallocation of Equipment:

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. Schedules A of Leases No. 1, 2, 3, 4, and 5 are hereby revised by substituting the Schedules A attached hereto in lieu of the Schedules A annexed to each of said Leases.

2. This Amendment may be executed in counterparts and it shall not be necessary for each party to execute the same counterpart so long as each party shall execute one counterpart which shall be delivered to the other party thereto.

IN WITNESS WHEREOF, the parties have caused their names to be signed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested to be hereunto affixed as of the day and year first above written.

FIRST SECURITY BANK OF UTAH, N.A.,
as Trustee

(Corporate Seal)

Attest: Michael Fisher

By James M. Beaman

(Corporate Seal)

Attest: Elyse A. Wender

NATIONAL RAILROAD PASSENGER CORPORATION

By Don X. Drayton

APPROVAL OF THE ADMINISTRATOR

The Federal Railroad Administrator on behalf of the Secretary of the Department of Transportation of the United States of America does hereby approve the foregoing Amendment Agreement in accordance with Section 26.13 of each of the Equipment Leases dated as of June 1, 1974, between First Security Bank of Utah, N.A., as trustee and National Railroad Passenger Corporation and related documents.

FEDERAL RAILROAD ADMINISTRATOR

By

Asaph H. Hall

Date

12/18/75

Attest:

Christopher S. Miffitt
Counsel, FRA

CONSENT AND ACKNOWLEDGEMENT

The undersigned hereby consents to and acknowledges the foregoing Amendment Agreement.

FEDERAL FINANCING BANK

By

RM Jorum

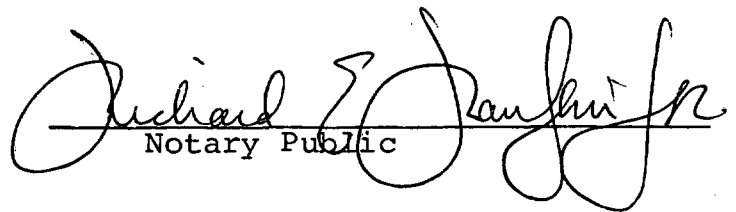
Date December 18, 1975

Attest:

Richard H. Lamb

CITY OF WASHINGTON)
) ss.
DISTRICT OF COLUMBIA)

On this ¹⁸ day of ^{December} 1975, before me personally appeared ^{Asst. Dir. Nally}, to me personally known, who being by me duly sworn, says that he is the Federal Railroad Administrator, that the foregoing instrument was signed by him by authority duly delegated to him by the Secretary of Transportation; and he acknowledged that the execution of the foregoing instrument was his free act and deed as the Deputy Federal Railroad Administrator.


Notary Public

(SEAL)

My Commission Expires:

My Commission Expires September 30, 1980

CITY OF WASHINGTON)
)
DISTRICT OF COLUMBIA)

On this 18 day of December, 1975, before me personally appeared R. M. Forde, to me personally known, who being by me duly sworn, says that he is President of FEDERAL FINANCING BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Richard E. Scunfin Jr.
Notary Public

[Notarial Seal]

My Commission Expires: My Commission Expires September 30, 1980

CITY OF WASHINGTON)
) ss.
DISTRICT OF COLUMBIA)

On this 14 day of December, 1975, before me personally appeared Don N Breiman, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, National Association, that one of the seals affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

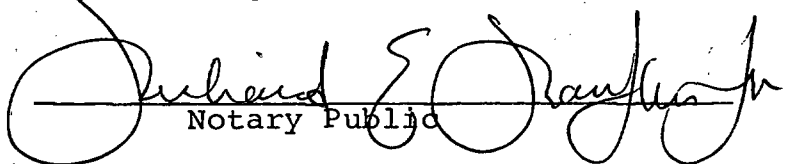

Notary Public

(SEAL)

My Commission expires: My Commission Expires September 30, 1980

CITY OF WASHINGTON)
)
DISTRICT OF COLUMBIA)

On this 18 day of December, 1975, before me personally appeared Don R Brazier, to me personally known, who being by me duly sworn, says that he is Treasurer of NATIONAL RIALROAD PASSENGER CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

(SEAL)

My Commission expires: My Commission Expires September 30, 1980

(Amendment dated as of December 15, 1975)

SCHEDULE A

TO LEASE NO. 1
(Michigan National)
DESCRIPTION OF EQUIPMENT†

Type	Quantity	Manufacturer's Specifications	Place of Acceptance	R.R. Nos.	Unit Price*	Total Price
6,000 H.P. Electric Locomotives Model E60 C.P.....	7	Builder's Specification Number GE 5141 and Proposition T29-60786 dated 9/16/73, Lessee's Request for Quotation W9354-01 dated 12/19/72 and Purchase Order WWJ 3079-002 dated 3/20/73 and supplements thereto.	Wilmington, Delaware	951 957-61 964	\$738,067.67	\$5,166,473.69

† The term "Item of Equipment" as used in this Lease shall mean a locomotive described above, including the signal equipment installed therein.

* Exclusive of fuel and freight.

(Amendment dated as of December 15, 1975)

SCHEDULE A

TO LEASE NO. 2

(Natrail Equity)

DESCRIPTION OF EQUIPMENT†

<u>Type</u>	<u>Quantity</u>	<u>Manufacturer's Specifications</u>	<u>Place of Acceptance</u>	<u>R.R. Nos.</u>	<u>Unit Price*</u>	<u>Total Price</u>
6,000 H.P. Electric Locomotives Model E60 C.P.....	5	Builder's Specification Number GE 5141 and Proposition T29-03011 dated 9/19/73, Lessee's Request for Quotation X-WEJ-254-01 dated 9/11/73 and Purchase Order WWJ 3284-002 dated 10/11/73 and supplements thereto.	Wilmington, Delaware	970-974	\$718,917.00	\$3,594,585

† The term "Item of Equipment" as used in this Lease shall mean a locomotive described above, including the signal equipment installed therein.

* Exclusive of fuel and freight.

(Amendment dated as of December 15, 1975)

SCHEDULE A

**TO LEASE NO. 3
(South Carolina National)
DESCRIPTION OF EQUIPMENT†**

<u>Type</u>	<u>Quantity</u>	<u>Manufacturer's Specifications</u>	<u>Place of Acceptance</u>	<u>R.R. Nos.</u>	<u>Unit Price*</u>	<u>Total Price</u>
6,000 H.P. Electric Locomotives Model E60 C.P.....	1	Builder's Specification Number GE 5141 and Proposition T29-60786 dated 9/16/73, Lessee's Request for Quotation W9354-01 dated 12/19/72 and Purchase Order WWJ 3079-002 dated 3/20/73 and supplements thereto.	Wilmington, Delaware	950	\$738,067.67	\$738,067.67
6,000 H.P. Electric Locomotives Model E60 C.P.....	5	Builder's Specification Number GE 5141 and Proposition T29-03011 dated 9/19/73, Lessee's Request for Quotation X-WEJ-254-01 dated 9/11/73 and Purchase Order WWJ 3284-002 dated 10/11/73 and supplements thereto.	Wilmington, Delaware	965-969	\$718,917.00	\$3,594,585.00

† The term "Item of Equipment" as used in this Lease shall mean a locomotive described above, including the signal equipment installed therein.

* Exclusive of fuel and freight.

(Amendment Agreement dated as of December 15, 1975)

SCHEDULE A

**TO LEASE NO. 4
(Security Trust & Savings)
DESCRIPTION OF EQUIPMENT†**

<u>Type</u>	<u>Quantity</u>	<u>Manufacturer's Specifications</u>	<u>Place of Acceptance</u>	<u>R.R. Nos.</u>	<u>Unit Price*</u>	<u>Total Price</u>
6,000 H.P. Electric Locomotives Model F60 C.P.....	1	Builder's Specification Number GE 5141 and Proposition T29-03011 dated 9/19/73, Lessee's Request for Quotation X-WEJ-254-01 dated 9/11/73 and Purchase Or- der WWJ 3284-002 dated 10/11/73 and supplements there- to.	Wilmington, Delaware	975	\$718,917.00	\$718,917.00

† The term "Item of Equipment" as used in this Lease shall mean a locomotive described above, including the signal equipment installed therein.

* Exclusive of fuel and freight.

(Amendment Agreement dated as of December 15, 1975)

SCHEDULE A

**TO LEASE NO. 5
(Northwestern National)
DESCRIPTION OF EQUIPMENT†**

Type	Quantity	Manufacturer's Specifications	Place of Acceptance	R.R. Nos.	Unit Price*	Total Price
6,000 H.P. Electric Locomotives Model F60CP	7	Builder's Specification Number GE 5141 and Proposition T29-60786 dated 9/16/73, Lessee's Request for Quotation W9354-01 dated 12/19/72 and Purchase Order WWJ 3079-002 dated 3/20/73 and supplements thereto.	Wilmington, Delaware	952-56 962,963	\$738,067.67	\$5,166,473.69

† The term "Item of Equipment" as used in this Lease shall mean a locomotive described above, including the signal equipment installed therein.

* Exclusive of fuel and freight.